

# **BUSINESS LAW SECTION**

## **CORPORATIONS COMMITTEE**

### **COMMITTEE MEETING AGENDA FOR DECEMBER 3, 1999**

**Los Angeles  
Friday, December 3, 1999  
9:30 a.m.**

- I. RE-INTRODUCTION OF MEMBERS (9:40 - 9:45)**
- II. DISCUSSION WITH WILLIE BARNES, FORMER CALIFORNIA COMMISSIONER OF CORPORATIONS (9:45 - 10:15)**
- III. LIAISONS' REPORTS AND DISCUSSION**
  - 1. Securities and Exchange Commission (10:15 - 10:30)
    - (a) Remarks of Rosalind Tyson
    - (b) Highlighting of current SEC developments
      - Proposals re re audit committees
      - Electronic Roadshows
      - Gun jumping, selective disclosure and the Webvan public offering
      - Internet companies' accounting issues
  - 2. Department of Corporations (one hour including Item II above)
    - (a) Remarks of Ron Carruth
    - (b) Proposal to exempt general partners of venture capital funds from registration as investment advisors: Farman
    - (c) Proposal to amend Section 25102(o) to provide that failure to file the notice does not affect the exemption: Graeser
    - (d) The treatment under the Corporate Securities Law of conversion of entities as permitted by new AB 197: Schmidt
  - 3. Executive Committee update: Gerard Davey (11:00 - 11:10)
  - 4. Report of liaisons from other Section Committees (11:10 - 11:25)
- IV. APPROVAL OF MINUTES**
- V. OTHER NEW LEGISLATIVE PROPOSALS AND PROJECTS**

1. Corporations Code amendment to permit name change without shareholder vote: Hamburger (11:26 - 11:40)
2. Corporations Code amendment to permit corporations to convert into other business entities: Stansell (11:40 - 12:00)
3. Long term strategy for making California a more business friendly state: Cheatham (12:00 - 12:15)
4. Status of pending Assembly Bill 244 creating a new usury exemption: Graeser (one minute)
5. Status of Secretary of State pre-clearance and expedited filing procedures: Schmidt (one minute)
6. Status of reintroduction of 2115 amendments: Schmidt (one minute)

**VI. STATUS OF OTHER ONGOING PROJECTS** (five minutes)

1. Educational Programs: Lucas
2. Blue Sky Guide: Reinke
3. Guide to rendering legal opinions: Lucas
4. Guide to organizing a California corporation: Lyon
5. State Bar Task Force on Complex Litigation: Lucas

**VII. ORGANIZATIONAL MATTERS**

1. Assignment of new projects: Graeser (12:20 - 12:25)
2. Committee self-assessment - a discussion of what we are doing right and what we are doing wrong (if time permits): Schmidt

**VIII. PRACTICE ISSUES** (if time permits)

**Corporation Committee Meeting Agendas**

